

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036  
(212) 735-3000  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtor.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF ASSUMPTION AND/OR ASSIGNMENT OF EXECUTORY  
CONTRACT OR UNEXPIRED LEASE TO PURCHASERS IN CONNECTION WITH  
SALE OF CATALYST BUSINESS

PLEASE TAKE NOTICE THAT:

1. Pursuant to the Order Under 11 U.S.C. § 363 And Fed. R. Bankr. P.  
2002 And 9014 (i) Approving Bidding Procedures, (ii) Granting Certain Bid Protections, (iii)  
Approving Form And Manner Of Sale Notices, And (iv) Setting A Sale Hearing (the

"Bidding Procedures Order") entered by the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") on June 29, 2007, Delphi Corporation ("Delphi") and certain of its affiliates, including certain affiliated chapter 11 Debtors as set forth in the Agreement (the "Selling Debtor Entities")<sup>1</sup> have entered into a Master Sale And Purchase Agreement ("Agreement") with Umicore and certain of its affiliates (the "Purchasers") for the purchase of substantially all of the assets exclusively used in the catalyst business of Delphi Corporation.

2. Pursuant to the terms of the Agreement and subject to completion of a competitive bidding process described in the Bidding Procedures Order and the attachments thereto, the Selling Debtor Entities will seek to assume and assign the prepetition contracts (the "Assumed Contracts") and assign the postpetition contracts (the "Postpetition Contracts") listed on Exhibit 1 hereto to the Purchasers at the hearing to be held at 10:00 a.m. (prevailing Eastern time) on August 16, 2007 (the "Sale Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

3. Objections, if any, to the assumption and assignment of an Assumed Contract must (a) be in writing, (b) state with specificity the reasons for such objection, (c) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, and Administrative Procedures, entered March 20, 2006 (Docket No. 2883) (the "Supplemental Case Management Order") and the Amended

---

<sup>1</sup> Under the Agreement, the Selling Debtor Entities include Delphi, Delphi Automotive Systems (Holding) Inc., Delphi Automotive Systems LLC, Exhaust Systems Corporation, Environmental Catalysts, LLC, Delphi Technologies, Inc., ASEC Manufacturing General Partnership, and ASEC Sales General Partnership. Certain assets will be sold under the Agreement by non-debtor affiliates of the Selling Debtor Entities listed on Schedule 1 to the Agreement. The Selling Debtor Entities and the selling non-Debtor affiliates are collectively referred to as the "Sellers."

Eighth Supplemental Order Under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing Omnibus Hearing Dates and Certain Notice, Case Management, and Administrative Procedures, entered October 26, 2006 (Docket No. 5418) (together with the Supplemental Case Management Order, the "Case Management Orders"), (d) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (e) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, and (f) be served in hard-copy form so it is actually received within ten days after the date of this Notice upon (i) Delphi Automotive Systems LLC, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: Legal Staff), (ii) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: Deputy General Counsel, Transactions & Restructuring), (iii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John K. Lyons and Brian M. Fern), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald Bernstein and Brian Resnick), (v) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vii) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), (viii) counsel for the Purchasers, Goodwin Procter LLP, 901 New York Avenue, N.W., Washington, DC 20001 (Att'n: J. Hovey Kemp), and (ix) the Office of the United States

Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard).

4. If an objection to the assumption and assignment of an Assumed Contract is timely filed and received, a hearing with respect to the objection will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, at the Sale Hearing or such date and time as the Court may schedule. If no objection is timely received, the non-Debtor party to the Assumed Contract will be deemed to have consented to the assumption and assignment of the Assumed Contract and will be forever barred from asserting any other claims, including, but not limited to, the propriety or effectiveness of the assumption and assignment of the Assumed Contract, against the Selling Debtor Entities or the Purchasers, or the property of either of them.

5. Pursuant to 11 U.S.C. § 365, there is adequate assurance of future performance that the Cure Amount set forth in the Cure Notice will be paid in accordance with the terms of the Sale Approval Order. Further, there is adequate assurance of the Purchasers' future performance under the executory contract or unexpired lease to be assumed and assigned because of the significant resources of the Purchasers.

6. Prior to the Closing Date, the Selling Debtor Entities may amend their decision with respect to the assumption and/or assignment of any Assumed Contract or Postpetition Contract and provide a new notice amending the information provided in this Notice.

Dated: New York, New York  
July 31, 2007

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

## EXHIBIT 1

AlliedSignal, Inc.  
101 Columbia Road  
Morristown, NY 07960

<b>Contract to be assumed and/or assigned:</b>
<p>Transfer Agreement dated November 4, 1994 between AlliedSignal Inc., General Motors Corporation, AlliedSignal Environmental Catalysts Inc., AlliedSignal Automotive de Mexico S.A. de C.V., and Financiere AlliedSignal SA.</p>

## EXHIBIT 1

Ann Powell  
Office of Research Services  
University of New Mexico  
Scholes Hall, RM 102  
Albuquerque, NM 87131

<b>Contract to be assumed and/or assigned:</b>
<p>Research Agreement between Delphi and University of New Mexico dated April 15, 2005</p>

## EXHIBIT 1

Aramark Uniform Services  
Attn: Jon Thickstun, General Manager  
1450 NE Third Street  
Oklahoma City, OK 73117

<b>Contract to be assumed and/or assigned:</b>
<p>Purchase Order No. 18316</p>

## EXHIBIT 1

General Motors Corporation  
Powertrain Division  
777 Joslyn Ave  
Pontiac, MI 48348

<b>Contract to be assumed and/or assigned:</b>
<p>Transfer Agreement dated November 4, 1994 between AlliedSignal Inc., General Motors Corporation, AlliedSignal Environmental Catalysts Inc., AlliedSignal Automotive de Mexico S.A. de C.V., and Financiere AlliedSignal SA.</p>

## **EXHIBIT 1**

Israel E. Wachs  
Department of Chemical Engineering  
Iacocca Hall  
111 Research Drive  
Bethlehem, PA 18015

<b>Contract to be assumed and/or assigned:</b>
<p>Master Agreement with Lehigh University dated as of September 4, 2002</p>

## EXHIBIT 1

Israel E. Wachs  
Department of Chemical Engineering  
Iacocca Hall  
111 Research Drive  
Bethlehem, PA 18015

<b>Contract to be assumed and/or assigned:</b>
<p>Master Agreement between LeHigh University and Delphi Automotive Corporation, LLC signed August 30, 2002 and September 4, 2002</p>

## EXHIBIT 1

Israel E. Wachs  
Operando Molecular Spectroscopy and Catalysis Laboratory  
Sinclair Lab, 7 Asa Drive  
Bethlehem, PA 18015

<b>Contract to be assumed and/or assigned:</b>
<p>Master Agreement with Lehigh University dated as of September 4, 2002</p>

## EXHIBIT 1

Israel E. Wachs  
Operando Molecular Spectroscopy and Catalysis Laboratory  
Sinclair Lab, 7 Asa Drive  
Bethlehem, PA 18015

<b>Contract to be assumed and/or assigned:</b>
<p>Master Agreement between LeHigh University and Delphi Automotive Corporation, LLC signed August 30, 2002 and September 4, 2002</p>

## EXHIBIT 1

Lehigh University  
Research Accounting  
526 Brodhead Avenue  
Bethlehem, PA 18015

<b>Contract to be assumed and/or assigned:</b>
<p>Academic Partnerships Master Agreement with Lehigh University dated September 4, 2002</p>

## EXHIBIT 1

Lehigh University  
Research Accounting  
526 Brodhead Avenue  
Bethlehem, PA 18015

<b>Contract to be assumed and/or assigned:</b>
<p>Academic Partnership Master Agreement between LeHigh University and Delphi Automotive Corporation, LLC signed August 30, 2002 and September 4, 2002</p>

## EXHIBIT 1

Realist Technology Limited Partnership  
555 Pleasantdale Road  
Doraville, GA 30340

<b>Contract to be assumed and/or assigned:</b>
RTL/Delphi License for India, dated November 3, 1997

## EXHIBIT 1

Realist Technology Limited Partnership  
555 Pleasantdale Road  
Doraville, GA 30340

<b>Contract to be assumed and/or assigned:</b>
<p>RTL/Delphi License for South Africa, dated November 3, 1997</p>

## EXHIBIT 1

Realist Technology Limited Partnership  
555 Pleasantdale Road  
Doraville, GA 30340

<b>Contract to be assumed and/or assigned:</b>
<p>RTL/Delphi License for Brazil, dated November 3, 1997</p>